

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re	)	PROMESA
	)	Title III
	)	
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	)	No. 17 BK 3283-LTS
	)	(Jointly Administered)
	)	
As a representative of	)	
	)	
	)	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	)	
	)	
Debtors. <sup>1</sup>	)	
	)	

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
FOR THE FIRST INTERIM COMPENSATION PERIOD  
FROM MAY 3 THROUGH SEPTEMBER 30, 2017**

This matter coming before the Court on the interim fee applications (together Dkt. Nos. 2036, 2061, 2149, 2135, 2146, 2077, 2062, 2063, 2064, 2065, 2096, 241 [17-3566], 246 [17-3284], 356 [17-3567], 2112, 2111, 2097, 2032, 2099, 2038, 2031, 2040, 2070, 2079, 2041, 2050, 2048, 2049, 2051, 2071, 2105, 2052, 2042, and 2574, the (“**Applications**”)) indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L.

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including—except as indicated on **Exhibit A**—all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Period**”); filed in accordance with the Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Dkt. No. 1150] (the “**Interim Compensation Order**”); the First Amended Order Setting Procedures of Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); and the Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief (Dkt. No. 1416) (the “**Fee Examiner Order**”); and the Court having reviewed the Applications and/or the omnibus report filed by the Fee Examiner with respect to the Applications (see Dkt. No. 2645); and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Period and (b) interim reimbursement for actual and necessary

expenses incurred during the Compensation Period, each in the respective amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, except as otherwise indicated on **Exhibit A**, each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Period.

4. Pursuant to the Fee Examiner’s report, the first interim fee applications of Proskauer Rose LLP, O’Neill & Borges LLC, McKinsey & Company, Inc., Andrew Wolfe, and Ankura Consulting Group, LLC, [Dkt. Nos. 2068, 2043, 2045, 2053, 2066, 2075, 2073, 2259, 2148, 2142] are hereby adjourned for consideration at the April 25, 2018 omnibus hearing.

SO ORDERED.

Dated: March 7, 2018

/s/ Laura Taylor Swain  
LAURA TAYLOR SWAIN  
United States District Judge

## First Interim Fee Period Uncontested Fees

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments		Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Financial Advisors to Debtors</i>										
1	Ernst & Young LLP [Dkt. No. 2036]	5/3/2017 - 9/30/2017	\$ 1,169,699.80	\$ 33,230.32		\$ 4,910.69	\$ 839.80		yes	\$ 1,136,469.48	\$ 4,070.89
	<i>Financial Advisors to Debtors</i>										
2	Deloitte Financial Advisory Services LLP [Dkt. No. 2061 & 2149]	5/3/2017 - 9/30/2017	\$ 6,647,370.29	\$ 46,329.31		\$ 441,830.04	\$ 9,309.35		yes	\$ 6,601,040.98	\$ 432,520.69
	<i>Puerto Rico Bankruptcy Counsel to PREPA</i>										
3	Cancio, Nadal, Rivera & Diaz, PSC [Dkt. No. 2135]	7/1/2017 - 9/30/2017	\$ 220,295.00	\$ -		\$ 701.27	\$ -		-	\$ 220,295.00	\$ 701.27
	<i>Special Counsel to Debtors</i>										
4	Luskin Stern & Eisler LLP [Dkt. No. 2077]	5/3/2017 - 9/30/2017	\$ 324,975.50	\$ 16,628.43		\$ 2,172.59	\$ 71.95		-	\$ 308,347.07	\$ 2,100.64
	<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>										
5-a	O'Melveny & Myers LLP [Dkt. No. 2062]	5/3/2017 - 9/30/2017	\$ 9,990,147.15	\$ 262,924.65	FN1	\$ 184,126.63	\$ 11,037.76	FN2	yes	\$ 9,727,222.50	\$ 173,088.87
	<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - COFINA</i>										
5-b	O'Melveny & Myers LLP [Dkt. No. 2063]	5/5/2017 - 9/30/2017	\$ 2,782,774.28			\$ 48,206.98			yes	\$ 2,782,774.28	\$ 48,206.98
	<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - ERS</i>										
5-c	O'Melveny & Myers LLP [Dkt. No. 2064]	5/21/2017 - 9/30/2017	\$ 1,272,965.00			\$ 19,854.00			yes	\$ 1,272,965.00	\$ 19,854.00
	<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - HTA</i>										
5-d	O'Melveny & Myers LLP [Dkt. No. 2065]	5/21/2017 - 9/30/2017	\$ 2,028,863.49			\$ 67,533.13			yes	\$ 2,028,863.49	\$ 67,533.13
	<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>										
6-a	Law Offices of Andres W. Lopez, PSC [Dkt. No. 2096]	5/3/2017 - 9/30/2017	\$ 59,360.00	\$ -		\$ 200.00	\$ -		-	\$ 59,360.00	\$ 200.00
	<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - COFINA docket</i>										
6-b	Law Offices of Andres W. Lopez, PSC [Dkt. No. 246 17-3284]	5/5/2017 - 9/30/2017	\$ 15,890.00	\$ -		\$ -	\$ -		-	\$ 15,890.00	\$ -
	<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - ERS docket</i>										
6-c	Law Offices of Andres W. Lopez, PSC [Dkt. No. 241 17-3566]	5/21/2017 - 9/30/2017	\$ 5,425.00	\$ -		\$ -	\$ -		-	\$ 5,425.00	\$ -
	<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - HTA docket</i>										
6-d	Law Offices of Andres W. Lopez, PSC [Dkt. No. 356 17-3567]	5/21/2017 - 9/30/2017	\$ 24,080.00	\$ -		\$ -	\$ -		-	\$ 24,080.00	\$ -
	<i>Bankruptcy Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority, as fiscal agent for PREPA</i>										
7-a	Greenberg Traurig, LLP [Dkt. No. 2112]	7/2/2017 - 9/30/2017	\$ 2,037,466.72	\$ 29,705.05		\$ 23,832.82	\$ 6,285.81		yes	\$ 2,007,761.67	\$ 17,547.01
	<i>Bankruptcy Counsel to PREPA</i>										
7-b	Greenberg Traurig, LLP [Dkt. No. 2111]	7/2/2017 - 9/30/2017	\$ 1,356,635.10	\$ 29,705.06		\$ 57,025.81	\$ 6,285.81		yes	\$ 1,326,930.04	\$ 50,740.00
	<i>COFINA Agent</i>										
8	Bettina M. Whyte [Dkt. No. 2097]	8/3/2017 - 9/30/2017	\$ 264,460.00	\$ 15,273.50	FN3	\$ 21,392.86	\$ 4,615.70	FN4	-	\$ 249,186.50	\$ 16,777.16
	<i>Special Municipal Bankruptcy Counsel to COFINA Agent</i>										
9	Klee, Tuchin, Bogdanoff & Stern LLP [Dkt. No. 2099]	7/31/2017 - 9/30/2017	\$ 592,705.00	\$ 40,509.85	FN5	\$ 11,133.88	\$ 935.22		-	\$ 552,195.15	\$ 10,198.66
	<i>Puerto Rico Counsel to COFINA Agent</i>										
10	Nilda M. Navarro-Cabrer [Dkt. No. 2038]	8/16/2017 - 9/30/2017	\$ 35,962.50	\$ -		\$ 431.50	\$ -		-	\$ 35,962.50	\$ 431.50
	<i>Bankruptcy Counsel to COFINA Agent</i>										
11	Willkie Farr & Gallagher LLP [Dkt. No. 2031]	8/3/2017 - 9/30/2017	\$ 4,661,711.75	\$ 239,719.34	FN6	\$ 158,974.01	\$ 75,026.77	FN7,8	yes	\$ 4,421,992.41	\$ 83,947.24
	<i>Bankruptcy Counsel to the Official Committee of Unsecured Creditors</i>										
12	Paul Hastings LLP [Dkt. No. 2040]	6/26/2017 - 9/30/2017	\$ 9,345,478.50	\$ 80,766.01	FN9	\$ 133,270.22	\$ 21,926.16		yes	\$ 9,264,712.49	\$ 111,344.06
	<i>Puerto Rico Counsel to the Official Committee of Unsecured Creditors</i>										

## First Interim Fee Period Uncontested Fees

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments		Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
13	O'Neill & Gilmore Law Office LLC [Dkt. No. 2070]	5/3/2017 - 9/30/2017	\$ 43,510.50	\$ 2,445.00		\$ 4,969.54	\$ -		yes	\$ 41,065.50	\$ 4,969.54
	<i>Puerto Rico Counsel to the Official Committee of Unsecured Creditors</i>										
14	Casillas, Santiago & Torres, LLC [Dkt. No. 2079]	7/21/2017 - 8/31/2017	\$ 169,523.00	\$ (3,917.00)		\$ 6,320.62	\$ -		-	\$ 173,440.00	\$ 6,320.62
	<i>Financial Advisor to Official Committee of Unsecured Creditors</i>										
15	Zolfo Cooper, LLC [Dkt. No. 2041]	6/27/2017 - 9/30/2017	\$ 2,641,266.75	\$ 55,092.08	FN10	\$ 38,372.69	\$ 2,424.39		yes	\$ 2,586,174.67	\$ 35,948.30
	<i>Bankruptcy Counsel to the Official Committee of Retired Employees</i>										
16	Jenner & Block LLP [Dkt. No. 2050]	6/16/2017 - 9/30/2017	\$ 2,051,975.37	\$ 20,979.25		\$ 60,916.21	\$ 430.50		yes	\$ 2,030,996.12	\$ 60,485.71
	<i>Information Agent for the Official Committee of Retired Employees</i>										
17	Marchand ICS Group [Dkt. No. 2048]	7/21/2017 - 9/30/2017	\$ 11,946.50	\$ -		\$ 497.88	\$ -		-	\$ 11,946.50	\$ 497.88
	<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>										
18	Segal Consulting [Dkt. No. 2049]	6/27/2017 - 9/30/2017	\$ 223,475.00	\$ -		\$ 5,305.47	\$ -		-	\$ 223,475.00	\$ 5,305.47
	<i>Financial Advisor to the Official Committee of Retired Employees</i>										
19	FTI Consulting, Inc. [Dkt. No. 2051]	6/27/2017 - 9/30/2017	\$ 660,431.00	\$ 2,185.00		\$ 5,298.34	\$ 225.99		-	\$ 658,246.00	\$ 5,072.35
	<i>Financial Advisor to the Mediation Team</i>										
20	Phoenix Management Services, LLC [Dkt. No. 2071]	8/4/2017 - 10/1/2017	\$ 774,101.00	\$ 3,618.75		\$ 28,561.25	\$ 1,258.80		-	\$ 770,482.25	\$ 27,302.45
	<i>Members of the Official Committee of Retired Employees</i>										
21	Retiree Committee Members [Dkt. No. 2052]	6/15/2017 - 9/30/2017	\$ -			\$ 1,052.94		FN11	-	\$ -	\$ 1,052.94
	<i>Member of the Official Committee of Unsecured Creditors</i>										
22	Drivetrain, LLC [Dkt. No. 2042]	6/15/2017 - 9/30/2017	\$ -			\$ 3,135.54	\$ -		-	\$ -	\$ 3,135.54
	<i>Pension Consultant to FOMB</i>										
23	Pension Trustee Advisors, Inc. [Dkt. No. 2574]	7/29/2017 - 9/30/2017	\$ 28,901.25	\$ 3,824.63		\$ 4,214.88	\$ 3,496.54		-	\$ 25,076.62	\$ 718.34
<b>Sub-Totals</b>			<b>\$ 49,441,395.45</b>	<b>\$ 879,019.23</b>		<b>\$ 1,334,241.79</b>	<b>\$ 144,170.55</b>			<b>\$ 48,562,376.22</b>	<b>\$ 1,190,071.24</b>

FN1 - These recommended adjustments do not include \$218,152.35 in pre-petition fees on which, as discussed at pages 14 and 15 of the Fee Examiner's report, the Fee Examiner has reserved his rights and seeks guidance from the Court.

FN2 - These recommended adjustments do not include \$18,410.00 in expense subject to further verification.

FN3 - These recommended adjustments do not include \$41,130 in fees incurred prior to the appointment of the COFINA Agent on which, as discussed at pages 14 and 15 of the Fee Examiner's report, the Fee Examiner has reserved his rights and seeks guidance from the Court.

FN4 - These recommended adjustments do not include \$5,102.57 in expenses incurred prior to the appointment of the COFINA Agent on which, as discussed at pages 14 and 15 of the Fee Examiner's report, the Fee Examiner has reserved his rights and seeks guidance from the Court.

FN5 - These recommended adjustments do not include \$66,578.50 in fees incurred prior to the appointment of the COFINA Agent on which, as discussed at pages 14 and 15 of the Fee Examiner's report, the Fee Examiner has reserved his rights and seeks guidance from the Court.

FN6 - These recommended adjustments do not include \$299,854.20 in fees incurred prior to the appointment of the COFINA Agent on which, as discussed at pages 14 and 15 of the Fee Examiner's report, the Fee Examiner has reserved his rights and seeks guidance from the Court.

FN7 - These recommended adjustments do not include \$11,526.89 in expenses incurred prior to the appointment of the COFINA Agent on which, as discussed at pages 14 and 15 of the Fee Examiner's report, the Fee Examiner has reserved his rights and seeks guidance from the Court.

FN8 - These recommended adjustments are without prejudice to the professional's right to re-submit certain expenses with complete documentation for re-evaluation in a subsequent fee period.

FN9 - The Fee Examiner recommends that the stipulated fee reductions identified on this Exhibit, other than \$13,507.00 for identified and acknowledged billing errors, be included within the agreed overall 20 percent reduction in total fees sought by Paul Hastings LLP as part of its final fee application. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of fees in the amount of \$9,331,971.50 (i.e., \$9,345,478.50 minus \$13,507.00) for services rendered during the Compensation Period.

FN10 - The Fee Examiner recommends that the stipulated fee reductions identified on this Exhibit, other than \$1,496.00 for identified and acknowledged billing errors, be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Zolfo Cooper, LLC 80 percent of fees in the amount of \$2,639,770.75 (i.e., \$2,641,266.75 minus \$1,496.00) for services rendered during the Compensation Period.

FN11 - Of this amount, \$128.59 has been deferred for consideration in connection with the second interim fee period.

## First Interim Fee Period Unresolved

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval	Hearing Date
	<i>Bankruptcy Counsel to Debtors</i>									
1-a	Proskauer Rose LLP [Dkt. No. 2068]	5/3/2017 - 9/30/2017	\$ 7,075,033.00		\$ 233,148.09		yes	deferred	deferred	4/25/2018
	<i>Bankruptcy Counsel to Debtors COFINA</i>									
1-b	Proskauer Rose LLP [Dkt. No. 2043]	5/5/2017 - 9/30/2017	\$ 1,672,746.00		\$ 16,605.84		yes	deferred	deferred	4/25/2018
	<i>Bankruptcy Counsel to Debtors ERS</i>									
1-c	Proskauer Rose LLP [Dkt. No. 2045]	5/21/2017 - 9/30/2017	\$ 1,586,156.00		\$ 24,131.76		yes	deferred	deferred	4/25/2018
	<i>Bankruptcy Counsel to Debtors PREPA</i>									
1-d	Proskauer Rose LLP [Dkt. No. 2053]	7/2/2017 - 9/30/2017	\$ 1,099,888.00		\$ 67,275.25		yes	deferred	deferred	4/25/2018
	<i>Bankruptcy Counsel to Debtors HTA</i>									
1-e	Proskauer Rose LLP [Dkt. No. 2066]	5/21/2017 - 9/30/2017	\$ 4,483,783.00		\$ 154,512.19		yes	deferred	deferred	4/25/2018
	<i>Bankruptcy Counsel to Debtors</i>									
2	O'Neill & Borges LLC [Dkt. No. 2075]	5/3/2017 - 9/30/2017	\$ 289,691.55		\$ 20,863.50		yes	deferred	deferred	4/25/2018
	<i>Strategic Consultants to Debtors</i>									
3	McKinsey & Company, Inc. [Dkt. No.2073]	5/3/2017 - 9/30/2017	\$ 5,120,000.00		\$ -		-	deferred	deferred	4/25/2018
	<i>Independent Contractor to Debtors</i>									
4	Andrew Wolfe [Dkt. No. 2259]	8/1/2017 - 9/30/2017	\$ 50,000.00		\$ 7,526.14		-	deferred	deferred	4/25/2018
	<i>Financial Advisors to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>									
5-a	Ankura Consulting Group, LLC [Dkt. No. 2148]	6/1/2017 - 9/30/2017	\$ 1,961,754.00		\$ 63,804.29		-	deferred	deferred	4/25/2018
	<i>Financial Advisors to PREPA</i>									
5-b	Ankura Consulting Group, LLC [Dkt. No. 2142]	7/2/2017 - 9/30/2017	\$ 2,260,252.50		\$ 129,303.57		-	deferred	deferred	4/25/2018
Sub-Totals Unresolved			\$ 25,599,304.05	\$ -	\$ 717,170.63	\$ -		\$ -	\$ -	
Sub-Totals Uncontested			\$ 49,441,395.45	\$ 879,019.23	\$ 1,334,241.79	\$ 144,170.55		\$ 48,562,376.22	\$ 1,190,071.24	
Grand Totals			\$ 75,040,699.50	\$ 879,019.23	\$ 2,051,412.42	\$ 144,170.55		\$ 48,562,376.22	\$ 1,190,071.24	